

1 DONALD W. SEARLES (Cal. Bar No. 135705)

Email: searlesd@sec.gov

2 MELISSIA BUCKHALTER-HONORE (LA. Bar No. 23249)

Email: buckhalter-honorem@sec.gov

3 SPENCER E. BENDELL (Cal. Bar No. 181220)

4 Email: bendells@sec.gov

5 Attorneys for Plaintiff Securities and Exchange Commission

6 Michele Wein Layne, Regional Director

Alka N. Patel, Associate Regional Director

7 Amy J. Longo, Regional Trial Counsel

444 S. Flower Street, Suite 900

8 Los Angeles, California 90071

Telephone: (323) 965-3998

9 Facsimile: (213) 443-1904

10 **UNITED STATES DISTRICT COURT**

11 **DISTRICT OF NEVADA**

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15 **SECURITIES AND EXCHANGE**
COMMISSION,

16 **Plaintiff,**

17 **vs.**

18 **QUICKSILVER STOCK TRANSFER,**
19 **LLC and ALAN SHINDERMAN,**

20 **Defendants.**

Case No. 2:18-cv-00131

CONSENT OF DEFENDANT
QUICKSILVER STOCK
TRANSFER, LLC

1 1. Defendant Quicksilver Stock Transfer, LLC (“Defendant”) acknowledges
2 having been served with the complaint in this action, enters a general appearance, and
3 admits the Court’s jurisdiction over Defendant and over the subject matter of this
4 action.

5 2. Without admitting or denying the allegations of the complaint (except as
6 provided in paragraph 11 and except as to personal and subject matter jurisdiction,
7 which Defendant admits), Defendant hereby consents to the entry of the final
8 Judgment in the form attached hereto (the “Final Judgment”) and incorporated by
9 reference herein, which, among other things:

10 a. permanently restrains and enjoins Defendant from violations of;
11 and Sections 10(b) and 17A(d)(1) of the Exchange Act [15 U.S.C.
12 §§ 78j(b), 78q-1(d)(1)] and Rules 10b-5(a) & (c), 17Ad-12 and
13 17Ad-13 thereunder [17 C.F.R. §§ 240.10b-5(a) and (c),
14 240.17Ad-12 & 13];

15 3. Defendant waives the entry of findings of fact and conclusions of law
16 pursuant to Rule 52 of the Federal Rules of Civil Procedure.

17 4. Defendant waives the right, if any, to a jury trial and to appeal from the
18 entry of the Final Judgment.

19 5. Defendant enters into this Consent voluntarily and represents that no
20 threats, offers, promises, or inducements of any kind have been made by the
21 Commission or any member, officer, employee, agent, or representative of the
22 Commission to induce Defendant to enter into this Consent.

23 6. Defendant agrees that this Consent shall be incorporated into the Final
24 Judgment with the same force and effect as if fully set forth therein.

25 7. Defendant will not oppose the enforcement of the Final Judgment on the
26 ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of
27 Civil Procedure, and hereby waives any objection based thereon.

28 8. Defendant waives service of the Final Judgment and agrees that entry of

1 the Final Judgment by the Court and filing with the Clerk of the Court will constitute
2 notice to Defendant of its terms and conditions. Defendant further agrees to provide
3 counsel for the Commission, within thirty days after the Final Judgment is filed with
4 the Clerk of the Court, with an affidavit or declaration stating that Defendant has
5 received and read a copy of the Final Judgment.

6 9. Consistent with 17 C.F.R. § 202.5(f), this Consent resolves only the
7 claims asserted against Defendant in this civil proceeding. Defendant acknowledges
8 that no promise or representation has been made by the Commission or any member,
9 officer, employee, agent, or representative of the Commission with regard to any
10 criminal liability that may have arisen or may arise from the facts underlying this
11 action or immunity from any such criminal liability. Defendant waives any claim of
12 Double Jeopardy based upon the settlement of this proceeding, including the
13 imposition of any remedy or civil penalty herein. Defendant further acknowledges
14 that the Court's entry of a permanent injunction may have collateral consequences
15 under federal or state law and the rules and regulations of self-regulatory
16 organizations, licensing boards, and other regulatory organizations. Such collateral
17 consequences include, but are not limited to, a statutory disqualification with respect
18 to membership or participation in, or associations with a member of, a self-regulatory
19 organization. This statutory disqualification has consequences that are separate from
20 any sanction imposed in an administrative proceeding. In addition, in any
21 disciplinary proceeding before the Commission based on the entry of the injunction in
22 this action, Defendant understands that he shall not be permitted to contest the factual
23 allegations of the complaint in this action.

24 10. Defendant understands and agrees to comply with the terms of 17 C.F.R.
25 § 202.5(e), which provides in part that it is the Commission's policy "not to permit a
26 defendant or respondent to consent to a judgment or order that imposes a sanction
27 while denying the allegations in the complaint or order for proceedings," and "a
28 refusal to admit the allegations is equivalent to a denial, unless the defendant or

respondent states that he neither admits nor denies the allegations.” As part of Defendant’s agreement to comply with the terms of Section 202.5(e), Defendant: (i) will not take any action or make or permit to be made any public statement denying, directly or indirectly, any allegation in the complaint or creating the impression that the complaint is without factual basis; (ii) will not make or permit to be made any public statement to the effect that Defendant does not admit the allegations of the complaint, or that this Consent contains no admission of the allegations, without also stating that Defendant does not deny the allegations; (iii) upon the filing of this Consent, Defendant hereby withdraws any papers filed in this action to the extent that they deny any allegation in the complaint; and (iv) stipulates for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, that the allegations in the complaint are true, and further, that any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Defendant under the Final Judgment or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Defendant of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19). If Defendant breaches this agreement, the Commission may petition the Court to vacate the Final Judgment and restore this action to its active docket. Nothing in this paragraph affects Defendant’s: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which the Commission is not a party. If Defendant breaches this agreement, the Commission may petition the Court to vacate the Final Judgment and restore this action to its active docket. Nothing in this paragraph affects Defendant’s: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which the Commission is not a party.

11. Defendant hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other

1 provision of law to seek from the United States, or any agency, or any official of the
2 United States acting in his or her official capacity, directly or indirectly,
3 reimbursement of attorney's fees or other fees, expenses, or costs expended by
4 Defendant to defend against this action. For these purposes, Defendant agrees that
5 Defendant is not the prevailing party in this action since the parties have reached a
6 good faith settlement.

7 12. Defendant agrees that the Commission may present the Final Judgment
8 to the Court for signature and entry without further notice.

9 13. Defendant agrees that this Court shall retain jurisdiction over this matter
10 for the purpose of enforcing the terms of the Final Judgment.

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12 Dated: March 5th, 2019


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14 QUICKSILVER STOCK TRANSFER,
15 LLC

16 By: 

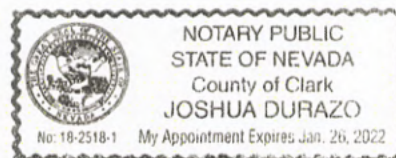
17 Alan Shinderman

18 President

19 On March 5th, 2019, Alan Shinderman, a person known to me,
20 personally appeared before me and acknowledged executing the foregoing Consent
21 on behalf of Quicksilver Stock Transfer, LLC.

22 
23 Notary Public

24 Commission expires: Jan. 26, 2022



PROOF OF SERVICE

I am over the age of 18 years and not a party to this action. My business address is:

U.S. SECURITIES AND EXCHANGE COMMISSION,
444 S. Flower Street, Suite 900, Los Angeles, California 90071
Telephone No. (323) 965-3998; Facsimile No. (213) 443-1904.

On July 25, 2019, I caused to be served the document entitled **CONSENT OF DEFENDANT QUICKSILVER STOCK TRANSFER, LLC** on all the parties to this action addressed as stated on the attached service list:

☐ **OFFICE MAIL:** By placing in sealed envelope(s), which I placed for collection and mailing today following ordinary business practices. I am readily familiar with this agency's practice for collection and processing of correspondence for mailing; such correspondence would be deposited with the U.S. Postal Service on the same day in the ordinary course of business.

☐ **PERSONAL DEPOSIT IN MAIL:** By placing in sealed envelope(s), which I personally deposited with the U.S. Postal Service. Each such envelope was deposited with the U.S. Postal Service at Los Angeles, California, with first class postage thereon fully prepaid.

☐ **EXPRESS U.S. MAIL:** Each such envelope was deposited in a facility regularly maintained at the U.S. Postal Service for receipt of Express Mail at Los Angeles, California, with Express Mail postage paid.

☐ **HAND DELIVERY:** I caused to be hand delivered each such envelope to the office of the addressee as stated on the attached service list.

☐ **UNITED PARCEL SERVICE:** By placing in sealed envelope(s) designated by United Parcel Service ("UPS") with delivery fees paid or provided for, which I deposited in a facility regularly maintained by UPS or delivered to a UPS courier, at Los Angeles, California.

☐ **ELECTRONIC MAIL:** By transmitting the document by electronic mail to the electronic mail address as stated on the attached service list.

☒ **E-FILING:** By causing the document to be electronically filed via the Court's CM/ECF system, which effects electronic service on counsel who are registered with the CM/ECF system.

☐ **FAX:** By transmitting the document by facsimile transmission. The transmission was reported as complete and without error.

I declare under penalty of perjury that the foregoing is true and correct.

Date: July 25, 2019

/s/ Donald W. Searles

Donald W. Searles

1 **SEC v. Quicksilver Stock Transfer LLC and Alan Shinderman**
2 **United States District Court – District of Nevada**
3 **Case No. 2:18-cv-00131-JCM-PAL**

4 **SERVICE LIST**

5 Barney C. Ales, Esq.
6 P.O. Box 20563
7 Las Vegas, NV 89112
8 Email: attorneyales@gmail.com
9 ***Attorney for Defendants Quicksilver Stock Transfer, LLC, and Alan***
10 ***Shinderman***
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13 **UNITED STATES DISTRICT COURT**
14 **DISTRICT OF NEVADA**
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17 **SECURITIES AND EXCHANGE**
18 **COMMISSION,**

19 **Plaintiff,**

20 **vs.**

21 **QUICKSILVER STOCK TRANSFER,**
22 **LLC AND ALAN SHINDERMAN,**

23 **Defendants.**

Case No. 2:18-cv-00131

FINAL JUDGMENT AS
TO DEFENDANT QUICKSILVER
STOCK TRANSFER, LLC

24 The Securities and Exchange Commission (“SEC”) having filed a Complaint
25 and Defendant Quicksilver Stock Transfer, LLC (“Defendant”) having entered a
26 general appearance; consented to the Court’s jurisdiction over Defendant and the
27 subject matter of this action; consented to entry of this Final Judgment without
28 admitting or denying the allegations of the Complaint (except as to jurisdiction);

1 waived findings of fact and conclusions of law; and waived any right to appeal from
2 this Judgment:

3 **I.**

4 IT IS FURTHER ORDERED that Defendant is permanently restrained and
5 enjoined from, directly or indirectly, in connection with the purchase or sale of any
6 security, by the use of any means or instrumentality of interstate commerce, or of the
7 mails, or of any facility of any national securities exchange:

8 A. employing any device, scheme or artifice to defraud;

9 B. making any untrue statement of material fact to omitting to state a
10 material fact necessary in order to make the statements made, in light of
11 the circumstances under which they were made, not misleading; or

12 C. engaging in any act, practice, or course of business which operates or
13 would operate as a fraud or deceit upon any person;

14 in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5
15 thereunder, 17 C.F.R. §§ 240.10b-5.

16 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
17 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
18 binds the following who receive actual notice of this Final Judgment by personal
19 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
20 attorneys; and (b) other persons in active concert or participation with Defendant or
21 with anyone described in (a).

22 **II.**

23 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
24 is permanently restrained and enjoined from violations of Section 17(a)(d)(1) of the
25 Exchange Act [15 U.S.C. § 78q-1(d)(1)] and Rule 17Ad-12 thereunder [17 C.F.R.
26 240.17Ad-12], which makes it unlawful for any registered transfer agent, directly or
27 indirectly, in light of all the facts and circumstances, to fail to safeguard securities
28 related to its transfer agent activities, in a manner reasonably free from risk of loss,

1 theft, destruction, and to protect funds related to its transfer agent activities against
2 misuse.

3 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
4 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
5 binds the following who receive actual notice of this Final Judgment by personal
6 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
7 attorneys; and (b) other persons in active concert or participation with Defendant or
8 with anyone described in (a).

9 III.

10 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
11 is permanently restrained and enjoined from violations of Section 17(a)(d)(1) of the
12 Exchange Act [15 U.S.C. § 78q-1(d)(1)] and Rule 17Ad-13 thereunder [17 C.F.R. §
13 240.17Ad-12], which makes it unlawful for any registered transfer agent to file
14 annually with the Commission and the transfer agent's appropriate regulatory agency
15 in accordance with Rule 17Ad-2(h) [17 C.F.R. § 240.17Ad-2(h)], a report prepared
16 by an independent accountant concerning the transfer agent's system of internal
17 accounting controls and related procedures for the transfer of record ownership and
18 the safeguarding of related securities and funds.

19 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
20 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
21 binds the following who receive actual notice of this Final Judgment by personal
22 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
23 attorneys; and (b) other persons in active concert or participation with Defendant or
24 with anyone described in (a).

25 IV.

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
27 Defendant's Consent is incorporated herein with the same force and effect as if fully
28 set forth herein, and that Defendant shall comply with all of the undertakings and

1 agreements set forth therein.

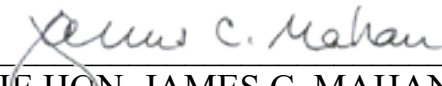
2 **V.**

3 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court
4 shall retain jurisdiction of this matter for the purposes of enforcing the terms of this
5 Judgment.

6 **VI.**

7 There being no just reason for delay, pursuant to Rule 54(b) of the Federal
8 Rules of Civil Procedure, the Clerk is ordered to enter this Judgment forthwith and
9 without further notice.

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11 Dated: July 26, 2019.

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13 _____
14 THE HON. JAMES C. MAHAN
15 UNITED STATES DISTRICT JUDGE
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